

## Conversion Application

Date

Licensing Manager, District  
Comptroller of the Currency  
Address  
City, State, ZIP Code

Dear Licensing Manager:

We request approval to convert to a national banking association. Our counsel has advised us that the conversion is not in contravention of applicable federal and state laws. (See the enclosed opinion of counsel.) We are, and will remain, a SAIF/BIF member of the Federal Deposit Insurance Corporation. We *(do/do not)* have deposits insured by the fund of which we are not a member. [*Or (we are not now FDIC insured, but we will apply for SAIF/BIF membership).*]

The proposed corporate title of the bank after the conversion is *(name of bank)*. The main office of the national bank will be *(street address, city, state, ZIP Code)*.

We presently are capitalized at:

Capital Stock	\$(amount)
Surplus	\$(amount)
Total capitalization	\$(amount)
Number of shares authorized	(amount)
Number of shares issued	(amount)
Par value per share	\$(amount)

This capitalization is *(above/below)* the minimum normally required by 12 USC 51. *(If the institution does not meet 12 USC 51 requirements, explain how it will achieve compliance.)* We also meet the requirements of 12 CFR 3 and 6.

We have enclosed the most recent report of condition; report of income *(the most recent daily statement of condition will suffice, if these reports are not filed with the regulator)*; the most recent audited financial statements (if applicable); or the latest annual report for the institution and/or the 10K of the parent company, if applicable. (A federal savings association should include a copy of its latest TFR.) *(If the institution does not file a call report or TFR, enclose a risk-based capital schedule that details the elements of Tier 1 and Tier 2 capital on a present and projected basis and include the calculation of the risk-based capital and leverage ratios. The applicant may use Schedules RC-R or the Optional Regulatory Capital Worksheet, Parts 1-3.)*

We have enclosed a year 2000 action plan that complies with the OCC's year 2000 guidelines.

The *(name of holding company)* is headquartered in *(city, state)*. [or, The conversion *(does/does not)* involve the conversion of the thrift holding company to a bank holding company.]

We have enclosed the most recent CRA public evaluation of our institution and have indicated any material changes we propose to make in our plans to meet our CRA obligations.

***[If the applicant is not now subject to CRA.]*** We have enclosed a description of how we will meet our CRA obligations.

***[If required]*** An "Interagency Biographical Report" for the proposed director is enclosed.

***[If applicable]*** Enclosed is a statement outlining proposed or outstanding stock, warrants, options, and voting control arrangements offered as compensation to directors, executive officers, and principal shareholders. A list of all directors and shareholders owning 10 percent or more of capital stock is enclosed.

***[For operating subsidiaries]*** We have enclosed a list of all subsidiaries that are permissible under 12 CFR 5.34 that will be retained following the conversion, along with a complete description of their operations. We also have enclosed a list of nonconforming assets and activities, including nonconforming subsidiaries, along with our plans for their divestiture *(or our request to retain them)*. We currently are authorized to hold these assets pursuant to applicable state and/or federal law. We have enclosed a legal analysis.

***[For branches]*** We have enclosed a list of all authorized licensed branches, including their popular names, addresses, cities, states, ZIP Codes, and county locations, which we will continue to operate. We have *(insert number)* approved, but unopened, branches and/or other facilities that may be branches under national banking law, which are also listed, along with a copy of the original approval letter(s) from our current state and/or federal regulator(s).

***[Bank premises]*** We are in compliance with 12 USC 371d for investment limits in bank premises *(or have enclosed a request for approval of an excess investment pursuant to 12 CFR 5.37)*.

***[For fiduciary powers]*** We request approval to exercise *(all permissible fiduciary powers or the following limited fiduciary powers): (If appropriate, list fiduciary powers requested.)*

The bank's capital and surplus are not less than that required by state law of state banks, trust companies, and other corporations exercising comparable fiduciary powers.

The fiduciary powers we propose to exercise are not in contravention of applicable laws *(see enclosed opinion of counsel and list of applicable laws)* and will be conducted at

the following location(s): *(insert site(s))*.

Biographical information on the proposed trust management personnel, including educational and professional credentials and 5-year employment history, is enclosed.

***[For banks chartered less than two years]*** We also have enclosed an operating plan for the trust department (fiduciary operation) for your review and comment.

***[For conversions of a savings association to a national bank]***

We have enclosed a discussion of any difference between accounting used by the thrift and OCC accounting standards. We have provided details of the effect of adopting OCC standards on the balance sheet and income statement.

***[If required]*** Also submitted is a description of the future business plans of the national bank upon completion of the conversion.

***[For all applicants.]***

We have enclosed a check payable to the Comptroller of the Currency for the filing fee in accordance with the current annual "Notice of the Comptroller of the Currency Fees."

We desire OCC action on this application no later than *(date)*.

I certify that the information contained in this filing has been examined carefully by me and is true, correct, and complete and is current as of the date of this submission. Additionally, I agree to notify the OCC if the facts described in the filing materially change prior to receiving a decision or at any time prior to consummation of the conversion. I acknowledge that any misrepresentation or omission of a material fact constitutes fraud in the inducement and may subject me to legal sanctions provided by 18 USC 1001.

If you have any questions, please contact *(name, address, city, state, ZIP Code)* at *(telephone and fax numbers)*.

Sincerely,

Signature

President or Authorized Officer

Enclosures